

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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TROIKA MEDIA GROUP, INC., TROIKA-MISSION :
HOLDINGS, INC., MISSIONCULTURE LLC, and
MISSION MEDIA USA INC.,

Index No.: 1:19-cv-00145-ER

Plaintiffs,

-against-

NICOLA STEPHENSON, JAMES STEPHENSON
and ALLMAC LLC,

**ORDER TO SHOW CAUSE
ON SECOND MOTION FOR
CONTEMPT AND MOTION TO
BROADEN INJUNCTIVE RELIEF**

Defendants.

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UPON the declaration of Chris Broderick, dated February 5, 2019 (the “Broderick Declaration”), and the exhibits attached thereto; the declaration of Dean R. Nicyper, dated February 5, 2019; Plaintiffs’ Memorandum of Law in Support of Plaintiffs’ Order to Show Cause, dated February 5, 2019; Plaintiffs’ Complaint, dated January 7, 2019; the Temporary Restraining Order issued by the Court on January 7, 2019; Plaintiffs’ papers filed on January 7, 2019 in support of their application for a Temporary Restraining Order and Preliminary Injunction; the Order to Show Cause issued by this Court on January 29, 2019; Plaintiffs’ papers filed in support of the January 29, 2019 Order to Show Cause; and all proceedings had herein with regard to this litigation and this matter, it is hereby:

ORDERED that Defendant Nicola Stephenson shall show cause before this Court, Room 619, of the United States District Court, Southern District of New York, at the Courthouse, 40 Foley Square, New York, New York, on the 11th day of February, 2019 at 2:00 o’clock p.m., or as soon thereafter as counsel can be heard, why an order should not be issued, pursuant to 18 U.S.C § 401 and Local Civil Rule 83.6, finding Defendant Nicola Stephenson in contempt of this Court’s January 7, 2019 Temporary Restraining Order (the “January 7 TRO”), and awarding

sanctions, attorneys' fees, and costs to Plaintiffs, based on Nicola Stephenson's violation of Items (3) and (4) of the January 7 TRO, respectively prohibiting her from "further communications with MM's or TMG's employees or clients in a manner inconsistent with the Stephenson Defendants' obligations under the EPA [Equity Purchase Agreement], GPA [Goodwill Purchase Agreement], and their respective Employment Agreements...;" and prohibiting her from "further communicating with . . . MM's employees, or MM's or TMG's clients in a manner that disrupts or interferes with Plaintiffs' business";

AND IT IS FURTHER ORDERED that Defendants Nicola Stephenson and James Stephenson (collectively, the "Stephenson Defendants") shall show cause before this Court, Room 619, of the United States District Court, Southern District of New York, at the Courthouse, 40 Foley Square, New York, New York, on the 11th day of February, 2019 at 2:00 o'clock p.m., or as soon thereafter as counsel can be heard, why an order should not be issued against the Stephenson Defendants enlarging the injunctions contained in the January 7 TRO so that they include not only the injunctions listed in items (1) through (7) of the January 7 TRO, and items (8) through (10) of the January 29, 2019 Order to Show Cause, but also now include the following further injunctions: (11) enjoining the Stephenson Defendants, who are no longer employees of, or associated with, TMG or any of the MM companies, from holding themselves out to clients or potential clients as if they were still employed by, or associated with, any of the TMG or MM companies; (12) enjoining the Stephenson Defendants, who are no longer employees of, or associated with, TMG or any of the MM companies, from communicating with TMG's and MM's investors and shareholders; (13) enjoining the Stephenson Defendants, who are no longer employees of, or associated with, TMG or any of the MM companies, from communicating with any third party in such a way as to harm TMG or MM or negatively affect their business; and (14)

ordering the Stephenson Defendants to produce, on an expedited basis, by or before February __, 2019:

- (a) All communications between Nicola Stephenson and/or James Stephenson on the one hand, and any employee of TMG, MM, or any of their affiliated companies on the other hand, dated on or after January 4, 2019;
- (b) All communications between Nicola Stephenson and/or James Stephenson on the one hand, and any client of TMG, MM, or any of their affiliated companies on the other hand, dated on or after January 4, 2019;
- (c) All communications between Nicola Stephenson and/or James Stephenson on the one hand, and any shareholder or investor of TMG, MM, or any of their affiliated companies on the other hand, dated on or after January 4, 2019;
- (d) All communications between Nicola Stephenson and/or James Stephenson on the one hand and Oliver Shah on the other hand, dated on or after January 4, 2019;
- (e) All communications between Nicola Stephenson and/or James Stephenson on the one hand, and Simon Bentley and/or Mike Stubbs on the other hand, concerning the Stephenson Defendants' plan to "put Mission's UK division into administration to try to take control," as reported in Exhibit 5 to the Broderick Declaration.

AND IT IS FURTHER ORDERED that, sufficient reason having been shown therefore, the individual Stephenson Defendants (in addition to their counsel) are personally ordered to attend the hearing on February 11, 2019;

AND IT IS FURTHER ORDERED that, pursuant to Rule 5 of the Federal Rules of Civil Procedure, service of a copy of this order and the papers upon which it is granted shall be made on the Stephenson Defendants by email to their counsel David D. Holahan at Tannenbaum

Helpern Syracuse & Hirschtritt LLP on or before February __, 2019, which shall be deemed good and sufficient service and notice thereof;

AND IT IS FURTHER ORDERED that, pursuant to Rule 5 of the Federal Rules of Civil Procedure, service of a copy of this order and the papers upon which it is granted shall be made on AllMac by email to their counsel Timothy H. Wolf at Mintz & Gold LLP on or before February __, 2019, which shall be deemed good and sufficient service and notice thereof;

AND IT IS FURTHER ORDERED, that papers opposing this motion, if any, shall be served by email to Plaintiffs' counsel, Dean R. Nicyper, Withers Bergman LLP, 430 Park Avenue, New York, New York, 10022, on February __, 2019, and that Plaintiffs' reply, if any, shall be made orally, during the hearing, on February 11, 2019.

Dated: New York, New York
February __, 2019

United States District Judge
Edgardo Ramos